

SEC Potential persons who are to respond to the collection of information
1972 (6contained in this form are not required to respond unless the form displays
a currently valid OMB control number.

# **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response... 1

# **FORM D**

PROCESSED

APR 24 2003

THOMSON

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY								
Prefix	Serial							
DAT	E RECEIVED							

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Offering of Senior Notes and Series L Preferred Stock							
Filing Under (Check box(es) that apply):	( ) toro out		[X] Rule 506	[ ] Section 4(6)	[]ULOE		
Type of Filing: [ ] New Filing	[ X ] Amendmen	t					
	A. BASIC IDENT	IFICATION DA	\TA		www.		

1. Enter the information re	quested about the issuer
Name of Issuer ([ ] chec Mobile Storage Group, In	t if this is an amendment and name has changed, and indicate change.)
Address of Executive Office Telephone Number (Included)	ces (Number and Street, City, State, Zip Code) ding Area Code) 7590 N. Glenoaks Blvd., Burbank, California 91504
Address of Principal Busin Telephone Number (Includif different from Executive	· · · · · · · · · · · · · · · · · · ·
Brief Description of Busin	PSS
Rental and sale of portab	e storage containers, trailers and mobile offices.
Type of Business Organiz	ation
[X] corporation	[ ] limited partnership, already formed [ ] other (please specify):
[ ] business trust	[ ] limited partnership, to be formed
X.C. class of ACC 4000-1100-1100-1100-1100-1100-1100-1100	Month Year
Actual or Estimated Date	of Incorporation or Organization: [1]2] [8]7] [X]Actual []Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [C][A]

### **GENERAL INSTRUCTIONS**

# Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this

form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:		Beneficial Owner	[X] Executive Officer	[X] Director [	] General and/or Managing Partner
Full Name (Last nam	ne first, if individual)	Valenta, Ron	ald		na manana na man
Business or Residen Blvd., Burbank, CA 9		er and Street,	City, State, Zip Code)	7590 N. Gler	ooaks
Check Box(es) that Apply:	[ ] Promoter [ X	Beneficial Owner	[ ] Executive Officer	[ ] Director [	] General and/or Managing Partner
Full Name (Last nam	ne first, if individual)	Windward Ca	pital Partners II, LP		NT-CRILLIA LOBE COBE COBE COBE COBE COBE COBE COBE C
Business or Residen Americas, 42 <sup>nd</sup> Floor	ce Address (Numb , New York, NY 100	er and Street, 0 036	City, State, Zip Code)	1177 Avenue	of the
Check Box(es) that Apply:	[ ] Promoter [ X ]	Beneficial Owner	[ ] Executive Officer	[ ] Director [	] General and/or Managing Partner
Full Name (Last nam	ne first, if individual)	Windward/MS	SG Co-Invest II, LLC	material franchisto con the Confedence of the Co	MM-way agent no come magazine manasaria
Business or Residen Americas, 42 <sup>nd</sup> Floor	ce Address (Numb , New York, NY 100	er and Street, 0 036	City, State, Zip Code)	1177 Avenue	e of the
Check Box(es) that Apply:	[ ] Promoter [ X ]	Beneficial Owner	[ ] Executive Officer	[ ] Director [	] General and/or Managing Partner
Full Name (Last nam	ne first, if individual)	Windward/MS	SG Co-Invest, LLC		P. Transport Lancer aggregated and a
Business or Residen Americas, 42 <sup>nd</sup> Floor	ce Address (Number, New York, NY 100	er and Street, 0 036	City, State, Zip Code)	1177 Avenue	of the
Check Box(es) that	[] Promoter []	Beneficial	[ ] Executive	[ ] Director [	] General and/or

Apply:		Owner	Officer		Managing Partner
Full Name (Last name	e first, if individual		— — — — — — — — — — — — — — — — — — —		odeci diseonialementale (Corne)
Business or Residence	e Address (Numb	per and Street	, City, State, Zip Coo	de)	unnquerian-unquinderrinderrinderrinderri
Check Box(es) that Apply:	[ ] Promoter [ ]	Beneficial Owner	[ ] Executive Officer		General and/or Managing Partner
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COMMITTED TO THE COMMITTED TO THE COMMITTED	B. INFOR	MATION ABO	OUT OFFERING		g-nag-hang-ta-han-mesa-d-normar'
1. Has the issuer sold offering?	, or does the issu	er intend to se	ell, to non-accredited	investors in this	Yes No
	Answer also in	n Appendix, C	olumn 2, if filing und	er ULOE.	,
2. What is the minimu	m investment that	t will be accep	ted from any individu	ual?	\$20,000
3. Does the offering pe	ermit joint owners	hip of a single	unit?		Yes No [X][]
4. Enter the information directly or indirectly, a connection with sales person or agent of a buthe name of the broke persons of such a broonly.	ny commission or of securities in the proker or dealer re or or dealer. If mor	r similar remure offering. If a egistered with the than five (5)	neration for solicitation person to be listed in the SEC and/or with persons to be listed	on of purchasers in s an associated a state or states, li l are associated	st
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		[	] Com	mon	[ X ] F	referred						
c	Convertil	ole Seci	irities (ir	ncludina	warrant	s)			\$		\$	

Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$7,653,061	\$7,653,061
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
Accredited Investors	Number Investors 9	Aggregate Dollar Amount of Purchases \$7,653,061
Non-accredited Investors  Total (for filings under Rule 504 only)	-0-	\$-0- \$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		_\$ \$
Regulation A		\$
Total		\$
i Otal		Ψ
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees  Accounting Fees  Engineering Fees  Sales Commissions (specify finders' fees separately)		]\$ ]\$ ]\$53,366.55 ]\$ ]\$ ]\$
Other Expenses (identify) Payments to Investors		]\$153,061 1\$206,427.55
Total		]\$206,427.55

b. Enter the difference between the aggregate offering price given in response to Part C

- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ...........

\$7,446,633.50

Payments to Officers,

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$	[] \$
Purchase of real estate	[] \$	[]
Purchase, rental or leasing and installation of machinery and equipment	[]	[]
Construction or leasing of plant buildings and facilities	[] \$	[] \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] \$	[]
Repayment of indebtedness	[] \$	[] \$7,446,633.50
Working capital	[]	[]
Other (specify):	[] \$	[]
	[]	[]
Column Totals	[]	[]
Total Payments Listed (column totals added)	[X] \$7,4	46,633.50

# D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

		***************************************
Issuer (Print or Type)	Signature	Date
Mobile Storage Group, Inc.		4/17/03
A CONTROL AND CONTROL OF THE CONTROL	ara antina ang managan ang ang ang ang ang ang ang ang a	
Name of Signer (Print or Type)	Title of Signer (Print or Type	2)
A STATE CON COLUMN SEED OF A STATE OF A STAT	n en accentration de la composition della compos	

James S. Robertson Executive Vice President

### **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

# E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

Mobile Storage Group, Inc.

Name of Signer (Print or Type)

James S. Robertson

Signature

Date 4/17/03

Executive Vice President

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## **APPENDIX**

1		Carlos esta esta de trata de trata de trata en la Laboración con considerador en la proportione en estado en e Carlos estados en la composição de trata en la Carlos en l		5
	2	3	4	Disqualification
				under State
		Type of security		ULOE
ĺ	Intend to sell	and aggregate		(if yes, attach
	to non-accredited	offering price	Type of investor and	explanation of
	investors in State	offered in state	amount purchased in State	waiver
	(Part B-Item 1)	(Part C-Item 1)	(Part C-Item 2)	granted)
1				(Part E-Item 1)

State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors		Yes	No
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WV					-			
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